

KELLEY

DRYE

FACSIMILE TRANSMISSION

Late Filed 6/4/02
02-0270

CKS

TO Judge Claudia Sainsot
FIRM ICC
CITY Chicago, IL
FAX 312-814-7289
PHONE 312-814-5627
NO. OF PAGES 5 (including this page)
DATE June 4, 2002

KELLEY DRYE & WARREN LLP
1200 19TH STREET, N.W.
SUITE 500
WASHINGTON, D.C. 20036
(202) 955-9600
FAX (202) 955-9792

MESSAGE

Judge Sainsot:

Attached please find Exhibit A (Registration to Conduct Business in Illinois) in Case No. 02-0270.

Please let me know if you have any other questions or concerns and thanks for your help in this matter.

Katherine

OFFICIAL FILE

I.C.C. DOCKET NO. *02-0270*

App Exhibit No. *A - Late Filed*

Witness _____

Date *6/4/02* Reporter _____

FROM Katherine E. Barker
PHONE (202) 955-9669
E-MAIL kbarker@thekdwgroup.com
TIMEKEEPER ID 03884
CLIENT NO. 080001-0848

NEW YORK, NY
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IF PROBLEMS OCCUR DURING TRANSMISSION PLEASE CALL (202) 955-9600.

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OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MAY 29, 2002

6224-537-9

CSC NETWORKS
700 S SECOND ST
SPRINGFIELD IL 62704

RE BROADVIEW NP ACQUISITION CORP.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

COPY

Form **BCA-13.15**
(Rev. Jan. 1999)APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

FILED

MAY 29 2002

JESSE WHITE
SECRETARY OF STATEThis space for use by
Secretary of State

Date 5-29-02

License Fee \$

Franchise Tax \$2720.70

Filing Fee \$ 75.00

Penalties \$

Approved: *lt* 2795.70Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."1. (a) CORPORATE NAME: Broadview NP Acquisition Corp.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware(b) Date of Incorporation: September 5, 2000(c) Period of Duration: Perpetual3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)59 Maiden LaneNone27th FloorNew York, New York 10038

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Illinois Corporation Service Company

First Name

Middle Name

Last Name

Registered Office 700

South Second Street

Number

Street

Suite #

Springfield

62704

Sangamon

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

DE, MA, NY, FL, LA, MI, MN, OR

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	<u>See attached rider</u>				
Secretary					
Director					
Director					
Director					

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(if not sufficient space to cover this point, add one or more sheets of this size.)

To provide provisions for telecommunication services, and any lawful act or activity *for which corporations may be organized under the general law of DE and as permitted by the Illinois business corp. ACT.*

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$.01	1,000	1,000

9. Paid-in Capital: \$ 37,750,000 - 048048
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 23,750,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 6,000,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 102,000,000
8,500,000 estimated monthly average
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 42,000

11. Interrogatories: (Important -this section must be completed.)

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 2001 Maple Lake, New York, NY 10015
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11 (d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated <u>April</u> <u>13</u> 2002	Broadview NP Acquisition Corp.
(Month & Day) (Year)	(Exact Name of Corporation)
attested by <u>[Signature]</u>	<u>[Signature]</u>
(Signature of Secretary or Assistant Secretary)	(Signature of President or Vice President)
Terrence J. Anderson, Secretary	by Kenneth A. Shulman, Executive Vice President
(Type or Print Name and Title)	(Type or Print Name and Title)

PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

* When the response to #11 (a) list ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11 (a).

BROADVIEW NP ACQUISITION CORP.

OFFICERS/DIRECTORS

List of Officers

Name and title: Vern M. Kennedy, President, CEO
Bus. Addr.: 27th Floor, 59 Maiden Lane
New York, New York 10038

Name and title: Joel D. Gross, Chief Financial Officer, Executive Vice President Strategic
Planning and Corporate Development
Bus. Addr.: 27th Floor, 59 Maiden Lane
New York, New York 10038

Name and title: Terrence J. Anderson, Secretary, Executive Vice President-Finance
Bus. Addr.: 27th Floor, 59 Maiden Lane
New York, New York 10038

Name and title: Kenneth A. Shulman, Chief Technology Officer, Executive Vice President-
Wholesale
Bus. Addr.: 27th Floor, 59 Maiden Lane
New York, New York 10038

List of Directors

Name: Vern M. Kennedy
Bus. Addr.: 27th Floor, 59 Maiden Lane
New York, New York 10038

Name: Terrence J. Anderson
Bus. Addr.: 27th Floor, 59 Maiden Lane
New York, New York 10038

Name: Joel D. Gross
Bus. Addr.: 27th Floor, 59 Maiden Lane
New York, New York 10038

Name: Kenneth A. Shulman
Bus. Addr.: 27th Floor, 59 Maiden Lane
New York, New York 10038